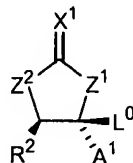


AMENDMENTS TO THE CLAIMS

This listing of the claims will replace all prior versions, and listings, of claims in the application:

1. (Withdrawn) A method of treating cancer, comprising administering to a subject an effective anti-cancer amount of a pharmaceutical composition having the formula:



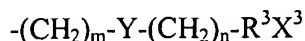
wherein Z¹ is O, S, SO₂, NH, or NR_a, R_a being C₁₋₆ alkyl;

X¹ is O, S, CH₂, two singly bonded H, CH(R_b) in the E or Z configuration, or C(R_b)(R_c) in the E or Z configuration, each of R_b and R_c, independently, being C₁₋₆ alkyl, C₆₋₁₂ aryl, C₃₋₈ cycloalkyl, C₃₋₈ heteroaryl, C₃₋₈ heterocyclic radical, or halogen, X¹ being two singly bonded H when Z¹ is SO₂;

Z² is O, S, NH, NR_d, CHR¹, or CHOR¹ in the (*R*) or (*S*) configuration, wherein R_d is C₁₋₆ alkyl and R¹ is H, halogen, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, NR_dR_e (except where Z² is CHOR¹), or the side chain of any naturally occurring α-amino acid, or R¹ and R² taken together are a bivalent moiety, provided that when R¹ and R² are taken together, Z¹ is NH or NR_a and Z² is CHR¹; R_e being H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl, and the bivalent moiety forming a C₃₋₈ cycloalkyl, C₃₋₈ heteroaryl, C₃₋₈ heterocyclic radical, or C₆₋₁₂ aryl, where the H in CHR¹ is deleted when R₁ and R₂ taken together form a C₃₋₈ heteroaryl or C₆₋₁₂ aryl;

R² is C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, azido, C₂₋₆ alkynyl, halogen, OR_f, SR_f, NR_fR_g, -ONR_fR_g, -NR_g(OR_f), or -NR_g(SR_f) (each of R_f and R_g, independently, being H, C₁₋₆, alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl), or R¹ and R² taken together are a bivalent moiety, the bivalent moiety forming a C₃₋₈ cycloalkyl, C₃₋₈ heteroaryl, C₃₋₈ heterocyclic radical, or C₆₋₁₂ aryl, where the H in CHR¹ is deleted when R₁ and R₂ taken together form a C₃₋₈ heteroaryl or C₆₋₁₂ aryl;

A¹ is H, the side chain of any naturally occurring α -amino acid, or is of the following formula,

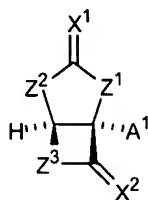


wherein Y is O, S, C=O, C=S, $-(CH=CH)-$, vinylidene, $-C=NOR_h$, $-C=NNR_iR_{i'}$, sulfonyl, methylene, CHX^4 in the (*R*) or (*S*) configuration, or deleted, X⁴ being halogen, methyl, halomethyl, OR_h, SR_h, NR_iR_{i'}, $-NR_i(OR_h)$, or $-NR_i(NR_iR_{i'})$, wherein R_h is selected from H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₁₀ acyl, C₁₋₆ alkylsulfonyl, and C₆₋₁₀ arylsulfonyl, and each of R_i and R_{i'}, independently is selected from H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₁₀ acyl; m is 0, 1, 2, or 3, and n is 0, 1, 2, or 3; and R³ is straight chain or branched C₁₋₈ alkylidene, straight chain or branched C₁₋₈ alkylene, C₃₋₁₀ cycloalkylidene, C₃₋₁₀ cycloalkylene, phenylene, C₆₋₁₄ arylalkylidene, C₆₋₁₄ arylalkylene, or deleted, and X³ is H, hydroxyl, thiol, carboxyl, amino, halogen, (C₁₋₆ alkyl)oxycarbonyl, (C₇₋₁₄ arylalkyl)oxycarbonyl, or C₆₋₁₄ aryl; or R³ and X³ taken together are the side chain of any naturally occurring α -amino acid; and

L⁰ is H or an organic moiety having 1 to 25 carbon atoms, 0 to 10 heteroatoms, and 0 to 6 halogen atoms; and

a pharmaceutically acceptable carrier.

2. (Original) A method of treating cancer, comprising administering to a subject an effective anti-cancer amount of a pharmaceutical composition having the formula:



wherein Z¹ is O, S, SO₂, NH, or NR_a, R_a being C₁₋₆ alkyl;

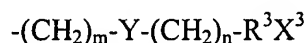
X¹ is O, S, CH₂, two singly bonded H, CH(R_b) in the E or Z configuration, or C(R_b)(R_c) in the E or Z configuration, each of R_b and R_c, independently, being C₁₋₆ alkyl, C₆₋₁₂ aryl, C₃₋₈ cycloalkyl, C₃₋₈ heteroaryl, C₃₋₈ heterocyclic radical, or halogen, provided that when Z¹ is SO₂, X¹ is two singly bonded H;

Z^2 is CHR^1 in the (*R*) or (*S*) configuration, R^1 being H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, hydroxyl, halogen, a side chain of a naturally occurring α -amino acid, OR_d , SR_d , or NR_dR_e (each of R_d and R_e , independently, being H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, or C_{2-5} alkynyl);

Z^3 is O, S, NH, or NR_j , wherein R_j is C_{1-6} alkyl;

X^2 is O or S; and

A^1 is H, the side chain of any naturally occurring α -amino acid, or is of the following formula,



wherein Y is O, S, C=O, C=S, $-(\text{CH}=\text{CH})-$, vinylidene, $-\text{C}=\text{NOR}_h$, $-\text{C}=\text{NNR}_i\text{R}_i$, sulfonyl, methylene, CHX^4 in the (*R*) or (*S*) configuration, or deleted, X^4 being halogen, methyl, halomethyl, OR_h , SR_h , NR_iR_i , $-\text{NR}_i(\text{OR}_h)$, or $-\text{NR}_i(\text{NR}_i\text{R}_i)$, wherein R_h is selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-10} acyl, C_{1-6} alkylsulfonyl, and C_{6-10} arylsulfonyl; and each of R_i and R_i , independently is selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-10} acyl; m is 0, 1, 2, or 3, and n is 0, 1, 2, or 3; and R^3 is straight chain or branched C_{1-8} alkylidene, straight chain or branched C_{1-8} alkylene, C_{3-10} cycloalkylidene, C_{3-10} cycloalkylene, phenylene, C_{6-14} arylalkylidene, C_{6-14} arylalkylene, or deleted, and X^3 is H, hydroxyl, thiol, carboxyl, amino, halogen, $(\text{C}_{1-6}$ alkyl)oxycarbonyl, $(\text{C}_{7-14}$ arylalkyl)oxycarbonyl, or C_{6-14} aryl; or R^3 and X^3 taken together are the side chain of any naturally occurring α -amino acid; and

a pharmaceutically acceptable carrier.

3. (Currently amended) The method of claim 1-~~or~~ 2, wherein the cancer is selected from carcinoma, lymphoma, sarcoma, and myeloma.

4. (Currently amended) The method of claim 1-~~or~~ 2, wherein said cancer is selected from adenocarcinoma, acinic cell adenocarcinoma, adrenal cortical carcinomas, alveoli cell carcinoma, anaplastic carcinoma, basaloid carcinoma, basal cell carcinoma, bronchiolar carcinoma, bronchogenic carcinoma, renaladinol carcinoma, embryonal carcinoma, anometroid carcinoma, fibrolamolar liver cell carcinoma, follicular carcinomas, giant cell carcinomas, hepatocellular carcinoma, intraepidermal carcinoma, intraepithelial carcinoma, leptomanigio

carcinoma, medullary carcinoma, melanotic carcinoma, menigial carcinoma, mesometonephric carcinoma, oat cell carcinoma, squamal cell carcinoma, sweat gland carcinoma, transitional cell carcinoma, tubular cell carcinoma, amelioblastic sarcoma, angiolithic sarcoma, botryoid sarcoma, endometrial stroma sarcoma, ewing sarcoma, fascicular sarcoma, giant cell sarcoma, granulositic sarcoma, immunoblastic sarcoma, juxaccordial osteogenic sarcoma, Kaposi's sarcoma, leukocytic sarcoma, lymphatic sarcoma, medullary sarcoma, myeloid sarcoma, austiogeneci sarcoma, periosteal sarcoma, reticulum cell sarcoma, round cell sarcoma, spindle cell sarcoma, synovial sarcoma, and telangiectatic audiogenic sarcoma, neural blastoma, glioblastoma, astrocytoma, melanoma, leiomyo sarcoma, multiple myeloma, Hemangioma, Hodgkin's disease, Burkitt's lymphoma, and nodular poorly-differentiated lymphocytic lymphoma, nodular mixed lymphocytic lymphoma, nodular histiocytic lymphoma, and diffuse lymphomas.

5. (Currently amended) The method of claim ~~1- θ~~ 2, wherein Z^1 is NH or NR_a .
6. (Currently amended) The method of claim ~~1- θ~~ 2, wherein A^1 is –
 $(CH_2)_m-Y-(CH_2)_n-R^3X^3$ and Y is CHX^4 in the (R) or (S) configuration.
7. (Original) The method of claim 6, wherein Y is CHX^4 in the (S) configuration and X^3 is H.
8. (Original) The method of claim 7, wherein m and n are each 0.
9. (Currently amended) The method of claim ~~1- θ~~ 2, wherein Z^2 is CHR^1 in the (R) configuration and R^1 is C_{1-6} alkyl.
10. (Original) The method of claim 2, wherein X^2 is O and Z^3 is O.
11. (Withdrawn) The method of claim 1, wherein R^2 is OR_f and R_f is H.